A meeting of the KPFK Local Station Board was held on Saturday, December 6, 2008 at the Echo Park Methodist Church, 1226 N. Alvarado, Los Angeles, CA 90026. Ricco Ross Chaired, Sue Cohen served as Secretary Pro Tem.

Twenty delegates were present, reaching quorum: Grace Aaron, Dave Adelson (late), Jonathan Alexander, Chris Condon, Israel Feuer, Sherna Gluck, Ian Johnston, Rufina Juarez (late), Tracey Larkins, Ali Lexa, Shawn Casey O’Brien, Reza Pour, Margaret Prescod (had to leave early), Leslie Radford, Ricco Ross, Jack VanAken, Donna Warren (left early), Steve Weatherwax and Yosh Yamanaka

Also present: General Manager Sean Heitkemper, and secretary Pro Tem Sue Cohen and a large turnout of listeners from the community.

Absent were 6: Yolanda Anguiano, Jan Goodman, Summer Reese, Donna Warren, Gabrielle Woods, Lamont Yeakey

Six members were excused, no objections: Jan Goodman, Lamont Yeakey

Authority and Notice: This meeting was scheduled by the LSB at the February 9, 2008 regular LSB meeting. A preliminary notice was posted on the KPFK website on February 23, 2008, and updated on February 27, 2008 (see Appendix A).

I. CALL TO ORDER, WELCOME & ACKNOWLEDGEMENTS, CALL OF THE ROLL, MOTION FOR EXCUSED ABSENCES, REVIEW AND APPROVAL OF THE AGENDA, APPROVAL OF MINUTES

The LSB meeting was called to order at about 1:40 p.m.

Roll was called

A motion was called to excuse the absences of the following members: Jan Goodman, Lamont Yeakey

Motion passed, no objections.

The agenda was distributed see APPENDIX A

It was moved to strike III, no objections, passed

Moved to allot 1:45 for public comment
55 mins. Max (?)

Moved to approve as amended, Gluck, passed without objection

Moved to delay approval of minutes
No objections, approved
By Dec. 31 new ones must be nominated
Point of information- public- how many to elect?

IV Election of Officers

**Move-Governance committee** Van Aken recommends that a special rule be applied to postpone election to January meeting
13, 1, 1, passed
The secretary and treasurer are not LSB members, and are volunteers
Must elect 4 Directors in January, elected for 1 year
1 staff and 3 listener delegates.

Discussion to include the following: alternatives to loan; responsibility of PNB delegates to consult with LSB and listeners; appropriate use of Executive Session
:50 minutes for item
Each :90 secs
Got a listener to volunteer to keep time

**VanAken-** Gave out information for the listeners (and all) about how we got here.
The Iraq war was a boost in income, All units got too comfortable and added staff & projects, Salaries & related, We paid down the 5 million surplus in 2001, 2002, The surge in funds was seen as an Aberration 2005,6,7 at that time, The stations were supposed to be keeping a surplus, When told to economize Pacifica likes to spend, not cut, Last year the surplus was used up, The Lines of declining income and increasing expenses crossed each other (this is a simplification), In March we heard that we (Pacifica?) were hemorrhaging money, KPFK stopped paying its central services money, about 18, 19%, That included Democracy Now, and FSRN, Cash flow problem, When ED was hired she gave dynamic solutions, A Plan was worked out in closed sessions a reorganization plan, Some folks were laid off, Only September layoffs were approved, Some folks left by Attrition, Maybe they have 5 to 8 Full time Equivalents, Reorganization: line of credit of $300k was taken out against a $400k cd, It was gone quickly, A Loan 1 million dollar loan (it grew to) with collateral of KPFA’s building was proposed, It Changed in Nov. 9 to KPFK’s building, There’s little Accountability
Figures were given that indicated that a loan was absolutely necessary
The ED was not in favor of using KPFK building as collateral, said they should use KPFA building Language slipped into a motion (at a PNB meeting) that we have to develop a policy to do underwriting
The Governance process has been corrupted by money among many not mainly any one or group
WBAI is said to be worth ¼ of a billion, What is the value of KPFA’s building, Why is there suddenly a crisis, It was hard to find out what happened for the PNB also, financially, The GM’s are now having weekly meetings
Ian-re Jack from 2000-2004 there was a fundamental weakness in programming
Finances at KPFK was seeming to be slightly better, now it’s worse
Staff has been getting bonuses(?)

PNB Member report-Yosh-E.D. Sawaya was talking about KPFA because environmental report has been done
Aaron-PNB finance committee member’s report, only person here on national finance committee (Reese had to work)
Has Chosen to respect that executive session confidentiality (there were 2 reasons for the executive session)
Now can’t pay bills, National Finance Committee spent a huge amount of time to work out budgets for the units and national, Income and listenership are both down with similar looking graphs, WBAI owes $100k to national, (Aaron) Loan Application Not acceptable in present form, We have not shown that we can manage ourselves, KPFA has reserves, KPFT is going into the red, WPFW is going behind, WBAI not solvent, KPFK is recovering, This was covered by national reserves, now there are none,

In 07 the deficit was mainly due to legal problems, The 3rd largest expense is from lawsuits, approx $5 million during last 5 years or so, We have 22 sexual harassment cases now
$199K for year 2007 legal fees
Layoffs produce severance costs
$200k legal expenses, $100k for Democracy Now, $300k Wells Fargo,
Lots of KPFK workers are not in AFTRA
You should ask the workers why all this happened, they know
There is no worker protection in hiring and firing procedures
If you had good sexual harassment policies and procedures you wouldn’t have the lawsuits
We need legal and financial second opinions
Legal suits are the rule not the exception

Public: why are you meeting without exact figures? Etc.
We need a policy on underwriting, against it

PNB needs to take responsibility, make layoffs where necessary including GMs if appropriate
Vote on more than :90 secs
Move: to extend 5 mins, (compromise), no objections, passed
A plurality can stop an action, it’s hard to do anything, There was a surge of income when we got the network back, We need a sustainable plan before accepting the loan, Changing programming is always a political war, Any loan must have conditions, It’s a loan, not a line of credit, governance people who despise each other have to work together, but frequently don’t
Public: Why a million dollar loan on a building worth much more? Why 30 years, how will the organization pay it back
The stations have an unequal responsibility to pay it back,

KPFK’s building is worth more and would be easier to be foreclosed upon is why they chose it
We have no guarantee that it won’t all fall on KPFK & its supporters
There are always warring factions

This is not a movement or a religion but a radio station, and dysfunctional
**Point of information** a motion is on the floor
GM report-The Best year was 1.15 % percent of total Pacifica $22 mil
Juarez-Where is the statement of financial info I asked for last meeting
Operation USA ?
There will be a phone bank the week of the 15th to garner unpaid pledges, Hope to gain $30k from a Direct Mail, There will be a pledge drive in which medical supplies for the needy is their thank-you gift to local health clinics, health care being inadequate in the US, KPFK has around $700K in unpaid pledges, Town hall coming up-several times per year, All station meeting is coming up Dec. 20? IPC was interim program council, Site issues-air conditioning is incapable of serving the whole building, will cost tens of 1000’s of $ to fix
Public GM Q&A what is the value of KPFK’s building- don’t know, Why not? In the process of changing programming your friends will get air time
What is left of the IPC, The PrOC has no power, really
No one will benefit by favoritism from me (GM)
Zuberi will present to the finance committee and they will bring recommendations to the LSB
In 1976 KPFK’s building was valued at over $500k; His location has multiplied in value 8 times, and KPFK’s location is better, The value may be 4 to 8 million he guesses
Juarez: Requests that the GM submit a comparison of staff structure before and after the changes, in writing
The 140k cume in LA is the listenership we have, Operation USA is telethon, Operation collective cause, Problem is what about donor fatigue, burnout
We should get outside input on programming
We get more money from fewer people than other local public radio, 10% of our listeners contribute, The alternative is off-air fundraising
Were the 350k$ staff cuts not enough? $150k in December
KPFK is $400k in arrears
Public comment-power politics is delaying solving problems
Now he has to listen to other sources than KPFK because of weak programming
KPCC, CSPAN have call-ins he can get involved with, so he listens to them instead
Radioforall.net is a good source
The Aware show and other programming is embarrassing
Candidate slate card last year cost $7000, done by 1 faction

Now you see KPFK’s factionalism problem
Chair-Give a chance to other people from public while they are here
We note that some people are leaving
Point of order- Johnston- disruptions are due to a lack of control of meeting
Listeners need to be kept to time also
Personal attacks are not allowed
This member continues to disrupt, needs to be controlled
Leilani-I cover progressive issues, works here at this time, farm workers, unions
What corporation would support these kinds of issues? None, Walmart?, KCET? no
We should take 10 minutes to talk one on one
Move-Gluck-Let’s have 2 minutes of silence
Restart
Chair: You speak loudly, and feel strongly, but that doesn’t mean you’re right.

Hear from public
I told him 3 times to leave the room, he did not, so I just don’t hear or see his requests any more
Back to loan

Public
Move to Extend time to discuss the loan
Contains 10 minutes for other issue
Extend 20 minutes, there are objections
:90 secs. Each, on 2 issues
Johnston: move the meeting forward
I Asked Johnston to leave the meeting 3 times,
After 3 times having told him to be quiet and don’t interrupt without being called upon
and a Pledge Drive
Point of personal privilege: O’Brien jumps the queue because you named him in your statement
Committee to strengthen KPFK still has a website and collects money and uses KPFK’s name
There was a Slate mailed out to take control of LSB

We need a network-wide fundraiser
Larkins: Staff can usually always get what they want, can get their friends as programmers
You have threatened bad things like selling WBAI, layoffs, they are clearly against the mission, We should have Pledge Drives to fix the problem

Motion: Preface, (should be stricken? No time to vote on this) In light of the resignation of Pacifica’s Executive Director and stalemate factionalism on the National Board, Pacifica finds itself with crisis-level budget shortfalls and an application-in-process for a $1 million mortgage collateralizing KPFK’s building. This “solution” has resulted in a chaotic blame game and even broader geographic and ideological factionalism through the network, with some station Staff calling for the sale of another station’s frequency rather than their building being mortgaged, board members suggesting bankruptcy might not be so bad, and others suggesting Pacifica begin to accept underwriting and hire professional financial consultants (rather than an Executive Director, as called for in the Bylaws).

I have been instructed to include all printed motions passed out

Motion: Noting the mission statement’s clause that Pacifica “shall be as nearly self-sustaining as possible”, the KPFK LSB requests that, in the absence of an ED, all 5 Pacifica station managers coordinate with each other to hold an immediate emergency on-air mini-fund drive to raise the financial shortfalls via Pacifica’s traditional/founding revenue-generation method, in accordance with its mission, rather than incur liabilities to the Foundation by mortgaging or selling any station assets.

Preface may be stricken from minutes:

Public: postponing the discussion of the preface needs to be happening
Discussions need to be on-air
Listeners didn’t hear about this ‘til yesterday
Such important information should be online, and have input on line
You should use this bully pulpit to motivate listeners to contact the PNB among other things
Use the yahoo group also
Why did you not report to the listeners on air about this problem
Amend: strike the preface
The people will contribute more
Most irresolute problem has been (the current loan and money problem) and public didn’t know
Let the people be involved
We should have this discussion on the air
As part of Pledge Drive? We should have it simulcast with all stations + the Pacifica Archives
Move to strike preface from motion
We need to have an evaluation of how we got here
Gluck-motion by Larkins call the questions
End debate
Public: you are voting to end public comment
Y 11, 3, 1 passes
Motion Larkins-15, 0,2 passes

Excessive executive session
Many meetings were done in private executive session by the Chair of the LSB at that time.
Executive session is called for in cases of personnel, or of lawsuits in litigation
Delegates and PNB shouldn’t be making these decisions without prior consultation with LSB’s & listeners
Motion Gluck-to instruct our PNB delegates to introduce a motion to postpone decisions on any issue that has serious implications for the network until they have an opportunity to consult with their LSBs and the listeners
Substitute motion, Aaron- determine clarify which matters should be in executive session
Amendment-Condon-Strike “Any issue regarding “ it’s too much, make it more specific
No, that’s my motion
You’re asking to have a referendum on every issue
National meetings can be heard on line
Listening to 12 hours a week of all the meetings is ridiculous
It’s not within my capability to send emails and be on the air all the time
Call the question
Since it’s a new motion we should resume public comment,
Public-Back to public
Give it up
You hide behind parliamentary procedure
Problem is lack of work in advance of meetings so that they can be public
Why aren’t the minutes of PNB and committees made public?
An example could be underwriting, finances, etc,
Yosh-‘ any and all’ is too sweeping, what about the hiring of an ED for example
Postpone until Van Aken gets clarity on what should be in executive session or not
It’s not practical to say every problem must be brought to the public first
The Former chair had executive session every meeting
Most irresolute problem has been (the current loan and money problem) and public didn’t know
Let the people be involved
Jack-all meetings of the PNB that should be executive session; from bylaws:
There should be executive sessions only for Personnel matters, proprietary information, and litigation currently under way, Purchase of property, should be exec session if there is any risk of damage to the business interests
of the foundation
Closed-board shall notice that the meeting will be closed
Post the basis on why it’s closed
Motion is unworkable-what things are significant?

**Motion**-lets bring the motion to the governance committee and make it better

Chair will not recognize Johnston, has been asked to leave 3 times
We should put Johnston on the agenda for January meeting for possible censure

A financial firm would go for the expense of programming by “professionals”, costs more_
They would move for national “must-carrys”, national news, like “NPR lite”
Re: Consulting firm –Dan Segal was executive director interim for a while, now he initiates some lawsuits against us
We need an outside agency to consult & get clarity within our bylaws
We need a Human Resources director

**Public:** what is consultant firm candidate? Gutierrez? Lincoln?
The national Board is considering expensive outside help on programming costing hundreds of thousands for them ($100k or more), new outsiders in the face of our workers who were laid off
On Financial Consulting from Radford:
One of the duties of this and all Pacifica Local Station Boards is to prepare the station budget. Hiring a financial consulting firm to advise Pacifica potentially impinges on this duty. Hiring such a firm also intrudes on the responsibility of the LSB’s elected representatives to the Pacifica National Board to approve a budget without bias, and it threatens the autonomy and even the Mission of Pacifica, which requires that the stations be as self-sufficient as possible.

**Motion**-The KPFK Local Station Board urges the Pacifica National Board not to hire a financial consulting firm at this time.
I fear our bylaws are compatible with corporate, not public radio
This is one reason why we need a second opinion
Our bylaws are used to cover things up

Slate mailing was brought up and partly explained
There is a lack of transparency, things are not followed up, there is factionalism, disconnect
It sounds like Pacifica National is in trouble and KPFK is being called upon to bail it out
The LSB is in a schism with the listeners
Chair is disruptive, doesn’t move along meeting

**Public**
You should Use a flatbed truck with a huge KPFK banner to carry food to poorer areas of LA
You should have more meetings in this part of town

**Chair**- The listeners are speaking the truth, we should work together toward a common goal
This is your station
We want to hear you

30 yr loan, large monthly payments
Risk of bankruptcy with each creditor
Point of order motion is Gluck motion

**Motion** Juarez to extend time 20 mins

**Motion (substitute)**-We should postpone all pending motions and go directly to personnel committee report which includes showing the LSB the survey that we’re going to use for the PD evaluation

Question called on substitute motion

End debate on substitute motion postpone all actions & go to personnel business

12, 1, 2 passes

Vote question go to personnel committee report

8,9,0, requires 2/3, fails

PD evaluation form passed out, (can be done any time without a motion?)

**Motion**-Juarez- -let the public continue to speak

Passed, no objections

Approved :20 mins. extension

**Public**- appalling lack of order, chair must control according to your bylaws

All LSB members should know the bylaws & there should be a copy at all meetings

Must also use Robert’s Rules, the chair should know them

There’s chaos and mayhem

Although I’ve never seen such agreement

You’re just playing a blame game, you are structurally dysfunctional

I don’t know if I believe that there is a real financial crisis

You’re blaming WBAI, Democracy Now and FSRN

The real truth about what’s happening is hidden

Aura said Pacifica has the money to pay FSRN (by email)

They got money from CPB but is sitting on it or it’s being spent some unknown place

Taking underwriting would destroy the network, the threat of it would be stabbing Pacifica in the heart

Barnett- When PNB had their meeting, they were like kids in a candy store with the prospect of having the money from the loan

Chair has denied the right to speak to 2 members

Juarez- I remove myself from this meeting (?)

Thanks to folks who came to this meeting

Please look on us with merciful eyes

Increase listenership should be a part of every motion

**Chair**-The chair has the prerogative to ask folks to leave,

It has been said by the public that this meeting is unruly I’m addressing that

These LSB members got together despite their disagreements and got big things done

A budget, a new GM, a new ethics committee, etc

Dave Adelson listens, and had office hours

PNB members should be in constant contact

You’re supposed to vote according to your LSB and constituents, the listeners

You are out of touch

You are not listening to listeners, nor reaching them, you’re not inviting them to participate, you don’t
represent them
There is transparency now that wasn’t here a year ago
You allow your friends to abuse others
I don’t have any friends on this board

Some people grumble
Don’t lie to me
You called down Larkins and Johnston, but you let Warren and Condon speak out
I don’t care what people say, I’m responsible to the community, the entire board & listeners
I only got on those two because they were so persistent
The National chair said that the loan has been approved today
I contacted the chair of the PNB
Is it a done deal? There’s a meeting tomorrow night
Point of information- how can it be approved if the PNB has not met yet?
They will approve loan regardless of our representatives
We don’t have enough power
Listeners could contact the PNB, the PNB already know what the KPFK reps. think
There should be carts on the air alerting the listeners to the dire situation that risks our building, but
the GM might be liable if KPFK did this
There need to be Changes of cost structure
Dave-on air campaign against with a website
We should have more and transparent Report to the Listeners

Motion - Adelson - The KPFK LSB requests that the KPFK GM develop an immediate plan to inform the
listeners of the intent to take out a loan using the building as collateral and providing the listeners with the
address of a web page that the station will set up to publicly register comments to the PNB regarding this issue.
Aaron- I insisted that they include wording that the loan would not go through unless the PNB votes it
so. If they make it happen, they will be vulnerable to a lawsuit. That may be what it takes to force
either compliance or a clear statement that they won’t comply.
The PNB didn’t vote to enact this loan.
Gluck- Call the question
Point of order Van Aken this might be a misapplication of a motion to reconsider
Should have been in that same meeting when put forward again, not now in a subsequent meeting

Motion to refer accepted by Gluck

Motion to reconsider
We need to be on record anyway

Motion - Gluck - We should reconsider the vote to just say no
We should instruct our PNB Directors to oppose this according to the wishes of our LSB
The motion we passed about a plan to become sustainable and to pay back the loan was not passed on
to the PNB

Motion - Condon - the KPFK LSB is opposed to Pacifica agreeing to any loan using any Pacifica assets as
collateral, at this time
End debate 10,1,1

Roll Call Vote- Yes: Aaron, Adelson, Alexander, Condon, Feuer, Gluck, Johnston, Lexa, O’Brien, Pour,
Radford, Van Aken, Weatherwax
No: 0; Abstains: Larkins, Ross, passes
13, 0, 2
With this they can say it was passed with no objections

Was there a motion passed by us last meeting that was not considered by the PNB?
Dave’s motion last meeting was not carried to PNB by our directors
They did not bring up Adelson’s motion from last meeting, to have a plan to sustain the budgets and
pay back the loan
Point of information if we passed this, will you carry it to the PNB?
Jack 3rd part may be unworkable is why-the finance department would have to determine how much of the loan
went to each unit and what proportion has to be paid back by each unit
Gluck-when board LSB passes-reps must bring it to the PNB
**Motion**-the KPFK LSB instructs our PNB directors to vote according to the vote on the previous motion
regarding the loan
End debate on second motion-PNB, 13, 0, 0

**Roll Call Vote**- Yes: Alexander, Condon, Gluck, Johnston, O’Brien, Pour, Radford, Weatherwax
No: 0, Abstains: Adelson, Feuer, Larkins, Ross, Van Aken
8, 0, 5, passes
You best learn to enact representative democracy
Aaron- if there is a bankruptcy the judge will liquidate the assets he sees fit
A Trustee will deal with the assets
Or selling any frequencies
You first have the obligation to introduce motions from your LSB, then you can amend, object, whatever
Condon-pass the just say no resolution and the directors are responsible to bring our motion to the PNB

From Gendelman this am said the loan is approved by the lender
Condon-accepts friendly amendment-
Who has to sign this on our side?
The PNB open teleconference happened-they voted to submit for the loan,
The lender and the committee met
The loan is there for the taking
PNB should be on record for violating their fiduciary responsibility by taking loan, so if all else fails
they can be sued

The Perception from this side of the table is that prejudice by the chair happening in this meeting
**Public comment**-next board member if someone leaves the LSB, is in jail

You have censored Larkins & Johnston
Goodman-The body has to uphold decorum not the chair, chair can ask for noticing in the minutes,
etc.
3 violations of decorum-each should be named in the minutes
Parliamentary procedure is followed by the chair, can be appealed by the body
Chair will entertain a motion to take action on these breaches
Public
I move to amend repeatedly, loudly
I see no chairperson here, so I must take over this meeting
If you won’t listen to me I will turn over this table
This is getting ridiculous
The Chair cannot take away members’ votes
Appeal—Radford I appeal the action taken by the chair against Johnston
Must have discussion
Call the motion

Rebellion from some
She has the right to amend—you are being out of order shouted & repeated
I can’t even complete a thought and you are letting them interrupt me
You are preventing a vote
Who signed the loan application?
Make sure you know the law before you do anything
LSB members should stay for a vote
Divide the question
You have censored Larkins and Johnston from participating and voting
Aaron was not censured from speaking while the other two were
I read Robert’s Rules and it said after the 3rd mention, they could be excluded from the meeting
Radford—I don’t have to be recognized to rise to a question of personal privilege on a motion
You are not conducting this meeting, I insist you do so
Loudly “roll call vote” and “point of order” repeatedly

Friendly amendment—Alexander—include the word unit instead
Someone says work has been done to unite the Archives with another non-profit
The archives are worried
Condon—“asset”
After a motion is made, it belongs to the body, can’t just be changed by the originator
Chair persuaded to reverse his decision
Motion—to end debate
10, 1, 1 passes
Motion—against loan
13, 0, 2
Motion—to end debate on second motion—passed, no objections
Motion—that PNB member must carry motions to national PNB meeting
8, 0, 5
passed
Moved to adjourn, no objections, adjourned
Susan Cohen
Secretary Pro Tem, surely it’s obvious

APPENDIX A
Agenda
I. Call to order (Items I, II, III – 10 mins.)
Welcome

Chairs report – Announcement – opening of nominations of PNB delegates
Call of the Roll
Motion for excused absences

II. Approval of Agenda
III. Approval of minutes
IV. Election of officers (5 mins.)
Motion to postpone: The Governance Committee recommends that a special rule be applied to postpone election to January meeting

V. PNB Report (50 min.)
Discussion to include following: alternatives to loan; responsibility of PNB delegates to consult with LSB and listeners; appropriate use of Executive Session

VI. Motion to reconsider (motion on loan) (10 mins.)
VII. GM Report (20 min. including Q&A) Time certain 3:00 +/-
VIII. Committee reports (55 hr maximum, with action items prioritized)
A-Personnel (25 mins) B-Finance (10 mins.) C-Outreach (10 mins.); D-Programming Oversight (5 Mins.); E-Governance (5 mins.) Conflict Resolution Committee (0)

IX. New Business – 0
X. Public Comment
Listener comments

(Consistent with Board Policy the Chair will call for Public Comment at various points in the agenda. Any unused portion of the 30 minutes assigned to Public Comment will be used in Agenda Item X.)

XI. Adjournment
(3 hrs.)